

HEALTH QUARTERLY STATEMENT

AS OF June 30, 2003

OF THE CONDITION AND AFFAIRS OF THE

Health Plan of Michigan, Inc.

NAIC Group Code	0000	,	0000	NAIC Company Code	52563	Employer's ID Number	38-3253977
	(Current Period)		(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America						
Licensed as business type:	Life, Accident & Health[ ]		Property/Casualty[ ]		Hospital, Medical & Dental Service or Indemnity[ ]		
	Dental Service Corporation[ ]		Vision Service Corporation[ ]		Health Maintenance Organization[X]		
	Other[ ]		Is HMO Federally Qualified? Yes[ ] No[X]				
Date Incorporated or Organized	12/31/1995			Date Commenced Business	12/31/1995		
Statutory Home Office	17515 W. Nine Mile Road, Suite 650			Southfield, MI 48075			
	(Street and Number)			(City, or Town, State and Zip Code)			
Main Administrative Office	17515 W. Nine Mile Road, Suite 650						
	(Street and Number)						
	Southfield, MI 48075			(248)557-3700			
	(City or Town, State and Zip Code)			(Area Code) (Telephone Number)			
Mail Address	17515 W.Nine Mile Road, Suite 650			Southfield, MI 48075			
	(Street and Number or P.O. Box)			(City, or Town, State and Zip Code)			
Primary Location of Books and Records	Same						
	(Street and Number)						
	Same,			(248)557-3700			
	(City, or Town, State and Zip Code)			(Area Code) (Telephone Number)			
Internet Website Address	www.hpmich.com						
Statutory Statement Contact	Jon B Cotton			(248)204-6011			
	(Name)			(Area Code)(Telephone Number)(Extension)			
	jcotton@hpmich.com			(248)557-4638			
	(E-Mail Address)			(Fax Number)			
Policyowner Relations Contact	17515 W. Nine Mile Road, Suite 650						
	(Street and Number)						
	Southfield, MI 48075			(248)557-3700			
	(City, or Town, State and Zip Code)			(Area Code) (Telephone Number)(Extension)			

OFFICERS

President	David B. Cotton M.D.
Secretary	Thomas Lauzon
Treasurer	Janice Torosian

VICE PRESIDENTS

DIRECTORS OR TRUSTEES

Timothy Beck  
Thomas Lauzon  
Melanie Shearman

George Ellis  
Laura Leege

State of	Michigan
County of	Oakland ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manuals except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively.

(Signature)	(Signature)	(Signature)
David B. Cotton, M.D.	Thomas Lauzon	Janice Torosian
(Printed Name)	(Printed Name)	(Printed Name)
President	Secretary	Treasurer

Subscribed and sworn to before me this  
 day of , 2003

(Notary Public Signature)

ASSETS

		Current Statement Date			4
		1	2	3	December 31, Prior Year Net Admitted Assets
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
1.	Bonds .....	3,061,884		3,061,884	
2.	Stocks:				
2.1	Preferred stocks .....				
2.2	Common stocks .....				
3.	Mortgage loans on real estate:				
3.1	First liens .....				
3.2	Other than first liens .....				
4.	Real estate:				
4.1	Properties occupied by the company (less \$..... encumbrances) .....	75,271		75,271	80,402
4.2	Properties held for the production of income (less \$..... encumbrances) .....	27,500		27,500	
4.3	Properties held for sale (less \$..... encumbrances) ..				
5.	Cash (\$.....16,742,305 and short-term investments \$.....)	16,742,306		16,742,306	16,636,445
6.	Contract loans (including \$..... premium notes) .....				
7.	Other invested assets .....				
8.	Receivable for securities .....				
9.	Aggregate write-ins for invested assets .....				
10.	Subtotals, cash and invested assets (Lines 1 to 9) .....	19,906,961		19,906,961	16,716,847
11.	Investment income due and accrued .....	25,416		25,416	
12.	Premiums and considerations:				
12.1	Uncollected premiums and agents' balances in course of collection .....				
12.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$..... earned but unbilled premiums) .....				
12.3	Accrued retrospective premiums .....				
13.	Reinsurance:				
13.1	Amounts recoverable from reinsurers .....				69,733
13.2	Funds held by or deposited with reinsured companies .....				
13.3	Other amounts receivable under reinsurance contracts .....				
14.	Amounts receivable relating to uninsured plans .....				
15.1	Current federal and foreign income tax recoverable and interest thereon .....				
15.2	Net deferred tax asset .....	14,000		14,000	
16.	Guaranty funds receivable or on deposit .....				
17.	Electronic data processing equipment and software .....	397,847	182,354	215,493	198,329
18.	Furniture and equipment, including health care delivery assets (\$.....) .....	119,750	14,632	105,118	121,833
19.	Net adjustments in assets and liabilities due to foreign exchange rates .....				
20.	Receivables from parent, subsidiaries and affiliates .....				
21.	Health care (\$.....1,009,024) and other amounts receivable .....	1,009,024		1,009,024	925,252
22.	Other assets nonadmitted .....				
23.	Aggregate write-ins for other than invested assets .....	1,116,147	1,098,150	17,997	14,970
24.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23) .....	22,589,145	1,295,136	21,294,009	18,046,964
25.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....				
26.	TOTALS (Lines 24 and 25) .....	22,589,145	1,295,136	21,294,009	18,046,964
DETAILS OF WRITE-INS					
0901	.....				
0902	.....				
0903	.....				
0998.	Summary of remaining write-ins for Line 9 from overflow page .....				
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9 above) .....				
2301.	Miscellaneous A/R & Deposits .....	17,997		17,997	14,970
2302.	Acquired Membership Value .....	1,098,150	1,098,150		
2303	.....				
2398.	Summary of remaining write-ins for Line 23 from overflow page .....				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above) .....	1,116,147	1,098,150	17,997	14,970

**LIABILITIES, CAPITAL AND SURPLUS**

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$..... reinsurance ceded) .....	9,564,383		9,564,383	8,583,513
2.	Accrued medical incentive pool and bonus payments .....	323,155		323,155	89,500
3.	Unpaid claims adjustment expenses .....	171,091		171,091	204,240
4.	Aggregate health policy reserves .....				
5.	Aggregate life policy reserves .....				
6.	Property/casualty unearned premium reserve .....				
7.	Aggregate health claim reserves .....				
8.	Premiums received in advance .....				
9.	General expenses due or accrued .....	327,275		327,275	473,796
10.1	Current federal and foreign income tax payable and interest thereon (including \$..... on realized gains (losses)) .....	223,710		223,710	175,642
10.2	Net deferred tax liability .....				
11.	Ceded reinsurance premiums payable .....				
12.	Amounts withheld or retained for the account of others .....				
13.	Remittances and items not allocated .....				
14.	Borrowed money (including \$..... current) and interest thereon \$..... (including \$..... current) .....				
15.	Amounts due to parent, subsidiaries and affiliates .....				
16.	Payable for securities .....				
17.	Funds held under reinsurance treaties with (\$..... authorized reinsurers and \$..... unauthorized reinsurers) .....				
18.	Reinsurance in unauthorized companies .....				
19.	Net adjustments in assets and liabilities due to foreign exchange rates .....				
20.	Liability for amounts held under uninsured accident and health plans .....				
21.	Aggregate write-ins for other liabilities (including \$.....896,962 current) .....	896,962		896,962	
22.	Total liabilities (Lines 1 to 21) .....	11,506,576		11,506,576	9,526,691
23.	Common capital stock .....	X X X	X X X	44,700	49,899
24.	Preferred capital stock .....	X X X	X X X		
25.	Gross paid in and contributed surplus .....	X X X	X X X	251,363	280,602
26.	Surplus notes .....	X X X	X X X		
27.	Aggregate write-ins for other than special surplus funds .....	X X X	X X X		
28.	Unassigned funds (surplus) .....	X X X	X X X	9,491,369	8,189,772
29.	Less treasury stock, at cost:				
29.1	..... shares common (value included in Line 23 \$.....)	X X X	X X X		
29.2	..... shares preferred (value included in Line 24 \$.....)	X X X	X X X		
30.	Total capital and surplus (Lines 23 to 28 minus Line 29) .....	X X X	X X X	9,787,432	8,520,273
31.	Total liabilities, capital and surplus (Lines 22 and 30) .....	X X X	X X X	21,294,008	18,046,964
<b>DETAILS OF WRITE-INS</b>					
2101.	Qaulity Assurance Assessment Fee .....	896,962		896,962	
2102	.....				
2103	.....				
2198.	Summary of remaining write-ins for Line 21 from overflow page .....				
2199.	TOTALS (Lines 2101 through 2103 plus 2198) (Line 21 above) .....	896,962		896,962	
2701	.....	X X X	X X X		
2702	.....	X X X	X X X		
2703	.....	X X X	X X X		
2798.	Summary of remaining write-ins for Line 27 from overflow page .....	X X X	X X X		
2799.	TOTALS (Lines 2701 through 2703 plus 2798) (Line 27 above) .....	X X X	X X X		

**STATEMENT OF REVENUE AND EXPENSES**

		Current Year To Date		Prior Year To Date
		1 Uncovered	2 Total	3 Total
1.	Member Months .....	X X X	310,275	481,992
2.	Net premium income (including \$..... non-health premium income) .....	X X X	41,497,683	64,563,007
3.	Change in unearned premium reserves and reserves for rate credits .....	X X X		
4.	Fee-for-service (net of \$..... medical expenses) .....	X X X		
5.	Risk revenue .....	X X X		
6.	Aggregate write-ins for other health care related revenues .....	X X X	(896,962)	114,672
7.	Aggregate write-ins for other non-health revenues .....	X X X		
8.	Total revenues (Lines 2 to 7) .....	X X X	40,600,721	64,677,679
<b>Hospital and Medical:</b>				
9.	Hospital/medical benefits .....		21,775,217	35,326,704
10.	Other professional services .....		212,969	587,717
11.	Outside referrals .....		2,496,098	3,169,717
12.	Emergency room and out-of-area .....		1,337,422	2,435,929
13.	Prescription drugs .....		7,795,647	10,365,857
14.	Aggregate write-ins for other hospital and medical .....		23,504	68,812
15.	Incentive pool and withhold adjustments .....		302,903	360,649
16.	Subtotal (Lines 9 to 15) .....		33,943,760	52,315,385
<b>Less:</b>				
17.	Net reinsurance recoveries .....		188,496	219,886
18.	Total hospital and medical (Lines 16 minus 17) .....		33,755,264	52,095,499
19.	Non-health claims .....			
20.	Claims adjustment expenses .....		352,944	641,524
21.	General administrative expenses .....		3,678,081	6,635,238
22.	Increase in reserves for life and accident and health contracts (including \$..... increase in reserves for life only) .....			
23.	Total underwriting deductions (Lines 18 through 22) .....		37,786,289	59,372,261
24.	Net underwriting gain or (loss) (Lines 8 minus 23) .....	X X X	2,814,432	5,305,418
25.	Net investment income earned .....		99,352	225,346
26.	Net realized capital gains or (losses) .....			
27.	Net investment gains or (losses) (Lines 25 plus 26) .....		99,352	225,346
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....) (amount charged off \$.....)] .....			
29.	Aggregate write-ins for other income or expenses .....		506	456
30.	Net income or (loss) before federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	X X X	2,914,290	5,531,220
31.	Federal and foreign income taxes incurred .....	X X X	989,068	1,870,614
32.	Net income (loss) (Lines 30 minus 31) .....	X X X	1,925,222	3,660,606
<b>DETAILS OF WRITE-INS</b>				
0601.	Quality Assurance Assessment Fee .....	X X X	(896,962)	
0602.	Hospital Shared Risk Pools .....	X X X		114,672
0603	.....	X X X		
0698.	Summary of remaining write-ins for Line 6 from overflow page .....	X X X		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above) .....	X X X	(896,962)	114,672
0701	.....	X X X		
0702	.....	X X X		
0703	.....	X X X		
0798.	Summary of remaining write-ins for Line 7 from overflow page .....	X X X		
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above) .....	X X X		
1401.	Devices- Hearing and Speech .....		23,504	68,812
1402	.....			
1403	.....			
1498.	Summary of remaining write-ins for Line 14 from overflow page .....			
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above) .....		23,504	68,812
2901.	Miscellaneous Income .....		506	456
2902	.....			
2903	.....			
2998.	Summary of remaining write-ins for Line 29 from overflow page .....			
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above) .....		506	456

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2
		Current Year To Date	Prior Year
CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year .....	8,520,273	4,647,252
GAINS AND LOSSES TO CAPITAL & SURPLUS			
34.	Net income or (loss) from Line 32 .....	1,925,222	3,660,606
35.	Change in valuation basis of aggregate policy and claim reserves .....		
36.	Net unrealized capital gains and losses .....		
37.	Change in net unrealized foreign exchange capital gain or (loss) .....		
38.	Change in net deferred income tax .....		(48,000)
39.	Change in nonadmitted assets .....	108,272	260,415
40.	Change in unauthorized reinsurance .....		
41.	Change in treasury stock .....		
42.	Change in surplus notes .....		
43.	Cumulative effect of changes in accounting principles .....	(16,335)	
44.	Capital Changes:		
44.1	Paid in .....	(5,199)	
44.2	Transferred from surplus (Stock Dividend) .....		
44.3	Transferred to surplus .....		
45.	Surplus adjustments:		
45.1	Paid in .....	(29,239)	
45.2	Transferred to capital (Stock Dividend) .....		
45.3	Transferred from capital .....		
46.	Dividends to stockholders .....		
47.	Aggregate write-ins for gains or (losses) in surplus .....	(715,562)	
48.	Net change in capital and surplus (Lines 34 to 47) .....	1,267,159	3,873,021
49.	Capital and surplus end of reporting period (Line 31 plus 48) .....	9,787,432	8,520,273
DETAILS OF WRITE-INS			
4701.	Repurchase of Stock .....	(715,562)	
4702	.....		
4703	.....		
4798.	Summary of remaining write-ins for Line 47 from overflow page .....		
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above) .....	(715,562)	

CASH FLOW

		1	2
		Current Year To Date	Prior Year
Cash from Operations			
1.	Premiums collected net of reinsurance .....	41,497,683	64,563,007
2.	Net investment income .....	83,454	236,894
3.	Miscellaneous income .....	506	115,128
4.	Total (Lines 1 through 3) .....	41,581,643	64,915,029
5.	Benefit and loss related payments .....	32,471,006	51,061,384
6.	Net transfers to Separate, Segregated Accounts and Protected Cell Accounts .....		
7.	Commissions, expenses paid and aggregate write-ins for deductions .....	4,034,019	6,559,990
8.	Dividends paid to policyholders .....		
9.	Federal and foreign income taxes paid (recovered) \$..... net tax on capital gain (losses) .....	941,000	2,058,509
10.	Total (Lines 5 through 9) .....	37,446,025	59,679,883
11.	Net cash from operations (Line 4 minus Line 10) .....	4,135,618	5,235,146
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds .....		
12.2	Stocks .....		
12.3	Mortgage loans .....		
12.4	Real estate .....		
12.5	Other invested assets .....		
12.6	Net gains or (losses) on cash and short-term investments .....		
12.7	Miscellaneous proceeds .....	32,171	
12.8	Total investment proceeds (Lines 12.1 to 12.7) .....	32,171	
13.	Cost of investments acquired (long-term only):		
13.1	Bonds .....	3,094,449	
13.2	Stocks .....		
13.3	Mortgage loans .....		
13.4	Real estate .....	31,493	90,568
13.5	Other invested assets .....		
13.6	Miscellaneous applications .....		
13.7	Total investments acquired (Lines 13.1 to 13.6) .....	3,125,942	90,568
14.	Net increase (decrease) in policy loans and premium notes .....		
15.	Net cash from investments (Line 12.8 minus Lines 13.7 and 14) .....	(3,093,771)	(90,568)
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes .....		
16.2	Capital and paid in surplus, less treasury stock .....	(34,438)	
16.3	Borrowed funds received .....		
16.4	Net deposits on deposit-type contracts and other insurance liabilities .....		
16.5	Dividends to stockholders .....		
16.6	Other cash provided (applied) .....	(901,548)	(254,610)
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6) .....	(935,986)	(254,610)
RECONCILIATION OF CASH AND SHORT-TERM INVESTMENTS			
18.	Net change in cash and short-term investments (Lines 11 plus 15 plus 17) .....	105,861	4,889,968
19.	Cash and short-term investments:		
19.1	Beginning of year .....	16,636,445	11,746,477
19.2	End of period .....	16,742,306	16,636,445

**EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION**

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10	11	12	13
		2	3										
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Stop Loss	Disability Income	Long-Term Care	Other
Total Members at end of:													
1. Prior Year .....	46,845								46,845				
2. First Quarter .....	50,585								50,585				
3. Second Quarter .....	55,631								55,631				
4. Third Quarter .....													
5. Current Year .....													
6. Current Year Member Months .....	310,275								310,275				
Total Member Ambulatory Encounters for Period:													
7. Physician .....	216,275								216,275				
8. Non-Physician .....	139,856								139,856				
9. Total .....	356,131								356,131				
10. Hospital Patient Days Incurred .....	7,162								7,162				
11. Number of Inpatient Admissions .....	2,034								2,034				
12. Health Premiums Collected .....	41,781,240								41,781,240				
13. Life Premiums Direct .....													
14. Property/Casualty Premiums Written .....													
15. Health Premiums Earned .....	41,497,682								41,497,682				
16. Property/Casualty Premiums Earned .....													
17. Amount Paid for Provision of Health Care Services ...	32,540,740								32,540,740				
18. Amount Incurred for Provision of Health Care Services .....	33,943,760								33,943,760				

**CLAIMS PAYABLE (Reported and Unreported)**

Aging Analysis of Unpaid Claims						
1	2	3	4	5	6	7
Account	1 - 30 Days	31 - 60 Days	61 - 90 Days	91 - 120 days	Over 120 Days	Total
Individually Listed Claims Payable						
4 D Pharmacy .....	983,395					983,395
0199999 Individually Listed Claims Payable .....	983,395					983,395
0299999 Aggregate Accounts Not Individually Listed - Uncovered .....						
0399999 Aggregate Accounts Not Individually Listed - Covered .....	197,515					197,515
0499999 Subtotals .....	1,180,910					1,180,910
0599999 Unreported claims and other claim reserves .....						8,383,473
0699999 Total Amounts Withheld .....						
0799999 Total Claims Payable .....						9,564,383
0899999 Accrued Medical Incentive Pool .....						323,155



**UNDERWRITING AND INVESTMENT EXHIBIT**

**ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE**

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1+3)	6  Estimated Claim Reserve and Claim Liability Dec.31 of Prior Year
		1	2	3	4		
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec.31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical) .....	.....	.....	.....	.....	.....	.....
2.	Medicare Supplement .....	.....	.....	.....	.....	.....	.....
3.	Dental only .....	.....	.....	.....	.....	.....	.....
4.	Vision only .....	.....	.....	.....	.....	.....	.....
5.	Federal Employees Health Benefits Plan Premiums ..	.....	.....	.....	.....	.....	.....
6.	Title XVIII - Medicare .....	.....	.....	.....	.....	.....	.....
7.	Title XIX - Medicaid .....	6,233,706	26,237,786	1,679,855	7,884,529	7,913,561	8,583,514
8.	Other health .....	.....	.....	.....	.....	.....	.....
9.	Health subtotal (Lines 1 to 8) .....	6,233,706	26,237,786	1,679,855	7,884,529	7,913,561	8,583,514
10.	Other non-health .....	.....	.....	.....	.....	.....	.....
11.	Medical incentive pools, accruals and disbursements ..	69,248	.....	.....	323,155	69,248	89,500
12.	TOTALS .....	6,302,954	26,237,786	1,679,855	8,207,684	7,982,809	8,673,014

# Notes to Financial Statement

Note 10 - Information Concerning Parent, Subsidiaries, and Affiliates

The company is committed to repurchase the stock of two minority stockholders upon termination or retirement based on a contractually determined amount. During 2001, a stockholder terminated his employment with the Company. The Company repurchased 556 shares of stock for \$100,499 under the agreement. During 2003, a stockholder terminated his employment with the Company. The Company repurchased 1,376 shares of stock for \$750,000 under the agreement.

**GENERAL INTERROGATORIES**  
(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted)

**PART 1 - COMMON INTERROGATORIES**  
**GENERAL**

- 1.1 Did the reporting entity implement any significant accounting policy changes which would require disclosure in the Notes to the Financial Statements?

Yes[ ] No[X]
- 1.2 If yes, explain:
- 2.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[ ] No[X]
- 2.2 If yes, has the report been filed with the domiciliary state?

Yes[ ] No[ ] N/A[X]
- 3.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[X] No[ ]
- 3.2 If yes, date of change:  
If not previously filed, furnish herewith a certified copy of the instrument as amended.

06/16/2003
4. Have there been any substantial changes in the organizational chart since the prior quarter end?  
If yes attach an explanation.

Yes[X] No[ ]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[ ] No[X]
- 5.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile
.....	.....	.....

6. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?  
If yes, attach an explanation.

Yes[ ] No[ ] N/A[X]
- 7.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2000
- 7.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2000
- 7.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

07/24/2001
- 7.4 By what department or departments?  
State of Michigan, Department of Conusumer and Industry Services, Office of Finanical and Insurance Services
- 8.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? (You need not report an action, either formal or informal, if a confidentiality clause is part of the agreement.)

Yes[ ] No[X]
- 8.2 If yes, give full information
- 9.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[ ] No[X]
- 9.2 If response to 9.1 is yes, please identify the name of the bank holding company.
- 9.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[ ] No[X]
- 9.4 If response to 9.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC
.....	.....	. Yes[ ] No[X]	. Yes[ ] No[X]	. Yes[ ] No[X]	. Yes[ ] No[X]	. Yes[ ] No[X]

**GENERAL INTERROGATORIES (continued)**

(Responses to these interrogatories should be based on changes that have occurred since prior year end unless otherwise noted.)

**INVESTMENT**

- 10.1

Has there been any changes in the reporting entity's own preferred or common stock?

Yes[X] No[ ]
- 10.2

If yes, explain:  
Health Plan of Michigan, Inc repurchased all of the common stock owned by S. Berry, M.D. in the second Quarter of 2003
- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[ ] No[X]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$ .....
13.

Amount of real estate and mortgages held in short-term investments:

\$ .....
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes[ ] No[X]
- 14.2

If yes, please complete the following:

	1 Prior Year-End Statement Value	2 Current Quarter Statement Value
14.21 Bonds .....		
14.22 Preferred Stock .....		
14.23 Common Stock .....		
14.24 Short-Term Investments .....		
14.25 Mortgages, Loans or Real Estate .....		
14.26 All Other .....		
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) .....		
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....		
14.29 Receivable from Parent not included in Lines 14.21 to 14.26 above .....		

- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes[ ] No[X]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?  
If no, attach a description with this statement.

Yes[ ] No[ ] N/A[X]
16.

Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV, H-Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] No[ ]
- 16.1

For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Schwab Institutional .....	1958 Summit Park Place, Orlando, FL 32810 .....

- 16.2

For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....	.....	.....

- 16.3

Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter?

Yes[ ] No[X]
- 16.4

If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....	.....	.....	.....

- 16.5

Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
123286 .....	Roble Asset Management Company .....	5700 Corporate Dr, Pittsburgh, PA 15237 .....

**General Interrogatories Part 1 Attachments**

General Int 4. Health Plan of Michigan, Inc repurchased all of the common stock owned by S. Berry, M.D. in the 2nd quarter of 2003. This is reflected in the organizational chart as of June 30, 2003 - Schedule Y, Part 1.

**SCHEDULE A - VERIFICATION**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year .....	80,403	
2.	Increase (decrease) by adjustment .....	(9,124)	(10,165)
3.	Cost of acquired .....	27,500	
4.	Cost of additions to and permanent improvements .....	3,993	90,568
5.	Total profit (loss) on sales .....		
6.	Increase (decrease) by foreign exchange adjustment .....		
7.	Amount received on sales .....		
8.	Book/adjusted carrying value at end of current period .....	102,772	80,403
9.	Total valuation allowance .....		
10.	Subtotal (Lines 8 plus 9) .....	102,772	80,403
11.	Total nonadmitted amounts .....		
12.	Statement value, current period (Page 2, real estate lines, current period) .....	102,772	80,403

**SCHEDULE B - VERIFICATION**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year .....		
2.	Amount loaned during period:		
2.1	Actual cost at time of acquisitions .....		
2.2	Additional investment made after acquisitions .....		
3.	Accrual of discount and mortgage interest points and commitment fees .....		
4.	Increase (decrease) by adjustment .....		
5.	Total profit (loss) on sale .....		
6.	Amounts paid on account or in full during the period .....		
7.	Amortization of premium .....		
8.	Increase (decrease) by foreign exchange adjustment .....		
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period .....		
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....		
12.	Total nonadmitted amounts .....		
13.	Statement value of mortgages owned at end of current period .....		

**SCHEDULE BA - VERIFICATION**

Other Invested Assets Included in Schedule BA

		1	2
Description		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year .....		
2.	Cost of acquisitions during period:		
2.1	Actual cost at time of acquisitions .....		
2.2	Additional investment made after acquisitions .....		
3.	Accrual of discount .....		
4.	Increase (decrease) by adjustment .....		
5.	Total profit (loss) on sale .....		
6.	Amounts paid on account or in full during the period .....		
7.	Amortization of premium .....		
8.	Increase (decrease) by foreign exchange adjustment .....		
9.	Book/adjusted carrying value of long-term invested assets at end of current period .....		
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....		
12.	Total nonadmitted amounts .....		
13.	Statement value of long-term invested assets at end of current period .....		

**SCHEDULE D - VERIFICATION**

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....		
2.	Cost of bonds and stocks acquired .....	3,094,449	
3.	Accrual of discount .....	25	
4.	Increase (decrease) by adjustment .....	(23,047)	
5.	Increase (decrease) by foreign exchange adjustment .....		
6.	Total profit (loss) on disposal .....		
7.	Consideration for bonds and stocks disposed of .....		
8.	Amortization of premium .....	9,543	
9.	Book/adjusted carrying value, current period .....	3,061,884	
10.	Total valuation allowance .....		
11.	Subtotal (Lines 9 plus 10) .....	3,061,884	
12.	Total nonadmitted amounts .....		
13.	Statement value (Lines 11 minus 12) .....	3,061,884	

**SCHEDULE D - PART 1B**  
**Showing the Acquisitions, Dispositions and Non-Trading Activity**  
**During the Current Quarter for all Bonds and Preferred Stock by Rating Class**

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
<b>BONDS</b>								
1. Class 1 .....		3,071,402		(9,518)		3,061,884		
2. Class 2 .....								
3. Class 3 .....								
4. Class 4 .....								
5. Class 5 .....								
6. Class 6 .....								
7. TOTAL Bonds .....		3,071,402		(9,518)		3,061,884		
<b>PREFERRED STOCK</b>								
8. Class 1 .....								
9. Class 2 .....								
10. Class 3 .....								
11. Class 4 .....								
12. Class 5 .....								
13. Class 6 .....								
14. TOTAL Preferred Stock .....								
15. TOTAL Bonds & Preferred Stock .....		3,071,402		(9,518)		3,061,884		

**15      Schedule DA Part 1 - ..... NONE**

**15      Schedule DA Part 2 Verification - ..... NONE**

**16      Schedule DB Part F Section 1 - ..... NONE**

**17      Schedule DB Part F Section 2 - ..... NONE**



**SCHEDULE S - CEDED REINSURANCE**  
**Showing all new reinsurers-Current Year to Date**

1 NAIC Company Code	2 Federal ID Number	3  Name of Reinsurer	4  Location	5 Is Insurer Authorized? (Yes or No)
<b>Accident and health - non-affiliates</b>				
67105 .....	41-0451140 .....	Reliastar Life Ins Co .....	Minneapolis, Minnesota .....	..... Yes[X] No[ ] .....

**SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS**

**Allocated by States and Territories**

		1 Guaranty Fund (Yes or No)	2 Is Insurer Licensed (Yes or No)	Direct Business Only Year-to-Date					
				3  Accident and Health Premiums	4  Medicare Title XVIII	5  Medicaid Title XIX	6  Federal Employees Health Benefits Program Premiums	7  Life and Annuity Premiums and Deposit-Type Contract Funds	8  Property/ Casualty Premiums
1.	Alabama (AL) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
2.	Alaska (AK) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
3.	Arizona (AZ) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
4.	Arkansas (AR) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
5.	California (CA) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
6.	Colorado (CO) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
7.	Connecticut (CT) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
8.	Delaware (DE) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
9.	District of Columbia (DC) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
10.	Florida (FL) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
11.	Georgia (GA) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
12.	Hawaii (HI) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
13.	Idaho (ID) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
14.	Illinois (IL) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
15.	Indiana (IN) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
16.	Iowa (IA) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
17.	Kansas (KS) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
18.	Kentucky (KY) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
19.	Louisiana (LA) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
20.	Maine (ME) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
21.	Maryland (MD) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
22.	Massachusetts (MA) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
23.	Michigan (MI) .....	.. No ..	.. Yes ..	.....	.....	41,781,240	.....	.....	.....
24.	Minnesota (MN) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
25.	Mississippi (MS) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
26.	Missouri (MO) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
27.	Montana (MT) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
28.	Nebraska (NE) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
29.	Nevada (NV) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
30.	New Hampshire (NH) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
31.	New Jersey (NJ) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
32.	New Mexico (NM) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
33.	New York (NY) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
34.	North Carolina (NC) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
35.	North Dakota (ND) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
36.	Ohio (OH) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
37.	Oklahoma (OK) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
38.	Oregon (OR) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
39.	Pennsylvania (PA) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
40.	Rhode Island (RI) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
41.	South Carolina (SC) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
42.	South Dakota (SD) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
43.	Tennessee (TN) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
44.	Texas (TX) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
45.	Utah (UT) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
46.	Vermont (VT) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
47.	Virginia (VA) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
48.	Washington (WA) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
49.	West Virginia (WV) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
50.	Wisconsin (WI) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
51.	Wyoming (WY) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
52.	American Samoa (AS) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
53.	Guam (GU) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
54.	Puerto Rico (PR) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
55.	U.S. Virgin Islands (VI) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
56.	Canada (CN) .....	.. No ..	.. No ..	.....	.....	.....	.....	.....	.....
57.	Aggregate other alien (OT) .....	.. X X X ..	.. X X X ..	.....	.....	.....	.....	.....	.....
58.	TOTAL (Direct Business) .....	.. X X X ..	(a)..... 1	.....	.....	41,781,240	.....	.....	.....
DETAILS OF WRITE-INS									
5701	.....	.. X X X ..	.. X X X ..	.....	.....	.....	.....	.....	.....
5702	.....	.. X X X ..	.. X X X ..	.....	.....	.....	.....	.....	.....
5703	.....	.. X X X ..	.. X X X ..	.....	.....	.....	.....	.....	.....
5798.	Summary of remaining write-ins for Line 57 from overflow page .....	.. X X X ..	.. X X X ..	.....	.....	.....	.....	.....	.....
5799.	TOTALS (Lines 5701 through 5703 plus 5798) (Line 57 above) .....	.. X X X ..	.. X X X ..	.....	.....	.....	.....	.....	.....

(a) Insert the number of yes responses except for Canada and Other Alien.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP**

All insurer members of a Holding Company Group that has acquired and/or disposed of any domestic insurer (s) since filing the last annual or quarterly statement shall prepare a common schedule for inclusion in each of the individual quarterly statements

**PART 1 - ORGANIZATIONAL CHART**

Health Plan of Michigan, Inc. (MI; NAIC # 52563; Federal Employer Identification # 38-3253977)

Organization Governance and Ownership Structure:

Equity Shareholders  
Board of Directors

Shareholders at June 30, 2003:

D. Cotton, M.D.	94.2%
T. Lauzon	5.8%
	100%

Health Management, Inc. (common ownership with Health Plan of Michigan, Inc. majority stockholder)  
(Federal Employer Identification # 38-3360283)

Shareholders at June 30, 2003:

D. Cotton, M.D.	100%
-----------------	------

# SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

1. Will the SVO Compliance Certification be filed with this statement?

**RESPONSES**

Yes

Explanation:

Bar Code:

**OVERFLOW PAGE FOR WRITE-INS**

**SCHEDULE A - PART 2**  
**Showing all Real Estate ACQUIRED During the Current Quarter**

1  Description of Property	Location		4	5	6	7	8	9
	2	3						
	City	State	Date Acquired	Name of Vendor	Actual Cost	Amount of Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Expended for Additions and Permanent Improvements
<b>Aquired by Purchase</b>								
Leashold Improvements .....	Southfield .....	MI .....	06/01/2003 ..	Aureus Properties .....				3,993
Lot 4, Block 1, Key Colony Beach Subdivision. Vacant Land .....	Marathon .....	FL .....	05/20/2003 ..	D'Asing Development LLC .....	27,500		27,500	
0199999 Subtotal - Aquired by Purchase .....					27,500		27,500	3,993
9999999 Totals .....					27,500		27,500	3,993

**SCHEDULE A - PART 3**  
**Showing all Real Estate SOLD during the Quarter, including Payments during the Final Year on "Sales under Contract"**

1	Location		4	5	6	7	8	9	10	11	12	13	14	15	16
	2	3													
Description of Property	City	State	Disposal Date	Name of Purchaser	Actual Cost	Increase (Decrease) by Adjustment	Increase (Decrease) by Foreign Exchange Adjustment	Expended for Additions, Permanent Improvements and Changes in Encumbrances	Book/Adjusted Carrying Value Less Encumbrances	Amounts Received	Foreign Exchange Profit (Loss) on Sale	Realized Profit (Loss) on Sale	Total Profit (Loss) on Sale	Gross Income Earned Less Interest Incurred on Encumbrances	Taxes, Repairs and Expenses Incurred
					N O N E										
9999999 Totals .....					.....	.....	.....	.....	.....	.....	.....	.....	.....	.....	.....

**E02      Schedule B Part 1 - ..... NONE**

**E02      Schedule B Part 2 - ..... NONE**

**E03      Schedule BA Part 1 - ..... NONE**

**E03      Schedule BA Part 2 - ..... NONE**

**SCHEDULE D - PART 3**  
**Showing All Long-Term Bonds and Stocks ACQUIRED During Current Quarter**

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation (a)
Bonds - U.S. Governments								
31392HWD1 .....	FED NATL MTG .....	05/14/2003 .....	RBC DAIN .....	X X X .....	217,912 .....	225,000 .....	619 .....	1PE .....
31392P4F9 .....	FEDL HOME LN MTG .....	05/09/2003 .....	AG EDWARDS .....	X X X .....	204,665 .....	200,000 .....	415 .....	1PE .....
3133T6ZL8 .....	FEDL HOME LN MTG .....	05/07/2003 .....	RBC DAIN .....	X X X .....	199,683 .....	200,000 .....	183 .....	1PE .....
31393DGS4 .....	FED NATL MTG .....	06/16/2003 .....	RBC DAIN .....	X X X .....	205,564 .....	200,000 .....	564 .....	1PE .....
9128274Y5 .....	US INFL INDX .....	06/17/2003 .....	RBC DAIN .....	X X X .....	223,263 .....	170,000 .....	3,164 .....	1PE .....
0399999 Subtotal - Bonds - U.S. Governments .....					1,051,087 .....	995,000 .....	4,946 .....	.....
Bonds - Political Subdivisions of States, Territories and Possessions								
*** Michigan 594610UA3 .....	MICHIGAN STATE - CLEAN .....	05/19/2003 .....	AG EDWARDS .....	X X X .....	117,636 .....	100,000 .....	321 .....	1PE .....
				(Totals - Michigan )	117,636 .....	100,000 .....	321 .....	0.0000000
*** Nevada 181054S73 .....	CLARK CNTY NEV - SCHOOL DISTRICT .....	05/29/2003 .....	AG EDWARDS .....	X X X .....	231,382 .....	200,000 .....	5,133 .....	1PE .....
				(Totals - Nevada )	231,382 .....	200,000 .....	5,133 .....	0.0000000
*** Michigan 512534CU0 .....	LAKEWOOD MICHIGAN - PUBLIC SCHOOLS .....	05/14/2003 .....	AG EDWARDS .....	X X X .....	222,465 .....	200,000 .....	530 .....	1PE .....
				X X X .....	100,041 .....	100,000 .....	41 .....	1PE .....
382406JT4 .....	GOODRICH MICH - SCHOOL DISTRICT .....	05/12/2003 .....	AG EDWARDS .....	(Totals - Michigan)	322,506 .....	300,000 .....	571 .....	0.0000000
2499999 Subtotal - Bonds - Political Subdivisions of States, Territories and Possessions .....					671,524 .....	600,000 .....	6,025 .....	.....
Bonds - Special Revenue, Special Assessment								
*** Nevada 425200A44 .....	HENDERSON NEVADA - WATER AND SEWAGE .....	05/21/2003 .....	AG EDWARDS .....	X X X .....	228,113 .....	200,000 .....	2,508 .....	1PE .....
				(Totals - Nevada )	228,113 .....	200,000 .....	2,508 .....	0.0000000
*** Michigan 59455RMP8 .....	MICHIGAN MUN BD .....	05/14/2003 .....	AG EDWARDS .....	X X X .....	242,412 .....	200,000 .....	1,567 .....	1PE .....
				(Totals - Michigan )	242,412 .....	200,000 .....	1,567 .....	0.0000000
*** Washington 873519EY4 .....	TACOMA WASH ELEC SYS .....	05/13/2003 .....	RBC DAIN .....	X X X .....	225,825 .....	200,000 .....	3,844 .....	1PE .....
				(Totals - Washington )	225,825 .....	200,000 .....	3,844 .....	0.0000000
*** Pennsylvania 91335VAZ9 .....	UNIV PITTSBURGH VAR .....	06/16/2003 .....	PNC CAPITAL MKT .....	X X X .....	150,066 .....	150,000 .....	66 .....	1PE .....
				(Totals - Pennsylvania )	150,066 .....	150,000 .....	66 .....	0.0000000
*** Colorado 24919HEQ1 .....	DENVER COLO CITY EXCISE .....	06/16/2003 .....	AG EDWARDS .....	X X X .....	200,084 .....	200,000 .....	84 .....	1PE .....
				(Totals - Colorado)	200,084 .....	200,000 .....	84 .....	0.0000000
3199999 Subtotal - Bonds - Special Revenue, Special Assessment .....					1,046,500 .....	950,000 .....	8,069 .....	.....
Bonds - Industrial and Miscellaneous								
36962GWC4 .....	GEN ELEC CAP CRP .....	05/09/2003 .....	RBC DAIN .....	X X X .....	218,703 .....	200,000 .....	1,308 .....	1PE .....
201615DR9 .....	COMMERCIAL CREDI .....	06/06/2003 .....	RBC DAIN .....	X X X .....	106,635 .....	90,000 .....	2,700 .....	1PE .....
4599999 Subtotal - Bonds - Industrial and Miscellaneous .....					325,338 .....	290,000 .....	4,008 .....	.....
6099997 Subtotal - Bonds - Part 3 .....					3,094,449 .....	2,835,000 .....	23,047 .....	.....
6099998 Summary Item for Bonds Bought and Sold This Quarter .....					.....	.....	.....	.....



**SCHEDULE D - PART 3**

**Showing All Long-Term Bonds and Stocks ACQUIRED During Current Quarter**

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation (a)
6099999	Subtotal - Bonds .....				3,094,449	2,835,000	23,047	
6599998	Summary Item for Preferred Stock Bought and Sold This Quarter .....							
7099998	Summary Item for Common Stock Bought and Sold This Quarter .....					X X X		
7199999	Subtotal - Preferred and Common Stock .....					X X X		
7299999	Total - Bonds, Preferred and Common Stock .....				3,094,449	X X X	23,047	

(a) For all common stock bearing the NAIC designation "U" provide: the number of such issues .....

**E05      Schedule D Part 4 - ..... NONE**

**E06      Schedule DB Part A Section 1 - ..... NONE**

**E06      Schedule DB Part B Section 1 - ..... NONE**

**E07      Schedule DB Part C Section 1 - ..... NONE**

**E07      Schedule DB Part D Section 1 - ..... NONE**

**SCHEDULE E - PART 1 - CASH**

Month End Depository Balances									
1			2	3	4	Book Balance at End of Each Month			8
						During Current Quarter			
Depository			Rate of Interest	Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	5	6	7	*
						First Month	Second Month	Third Month	
open depositories									
Comerica Bank, Grosse Pte. Woods, MI .....			Cash Concentration Accounts .....	23,964		11,654,951	11,647,142	11,240,687	
Comerica Bank, Grosse Pte. Woods, MI .....			Business Indexed Money Market Account .....	4,157		1,041,694	1,043,112	1,044,429	
Bank One, Belleville, MI .....			Business Market Index Account .....	12,138		3,028,824	3,032,832	3,036,637	
Schwab, New York, NY .....			Schwab Muni Money Fund .....	2,296		3,000,123	792,336	1,420,325	
0199998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - open depositories .....			X X X						
0199999 Totals - Open Depositories .....			X X X	42,555		18,725,592	16,515,422	16,742,078	
0299998 Deposits in ..... depositories that do not exceed the allowable limit in any one depository (See Instructions) - suspended depositories .....			X X X						
0299999 Totals - Suspended Depositories .....			X X X						
0399999 Total Cash On Deposit .....			X X X	42,555		18,725,592	16,515,422	16,742,078	
0499999 Cash in Company's Office .....			X X X	X X X	X X X	227	227	227	
0599999 Total Cash .....			X X X	42,555		18,725,819	16,515,649	16,742,305	

**INDEX TO HEALTH  
QUARTERLY STATEMENT**

Assets .....	02
Cash (Sch. E – Part 1) .....	E08
Cash Flow .....	06
Ceded Reinsurance (Sch. S) .....	18
Claims Payable (Reported and Unreported) .....	08
Exhibit of Premiums, Enrollment and Utilization .....	07
General Interrogatories .....	11
Jurat .....	01
Liabilities, Capital and Surplus .....	03
Notes to Financial Statements .....	10
Overflow Page for Write-ins .....	22
Premiums and Other Considerations (Sch. T) .....	19
Schedules:	
Schedule A – Part 2 – Real Estate ACQUIRED	
During the Current Quarter .....	E01
Schedule A – Part 3 – Real Estate SOLD	
During the Current Quarter .....	E01
Schedule A – Verification .....	13
Schedule B – Part 1 – Mortgage Loans	
ACQUIRED During the Current Quarter .....	E02
Schedule B – Part 2 – Mortgage Loans SOLD	
During the Current Quarter .....	E02
Schedule B – Verification .....	13
Schedule BA – Part 1 – Other Long-term Invested	
Assets ACQUIRED During the Current Quarter ....	E03
Schedule BA – Part 2 – Other Long-Term Invested	
Assets SOLD During the Current Quarter .....	E03
Schedule BA – Verification .....	13
Schedule D – Part 1B – Acquisitions, Dispositions	
And Non-Trading Activity for Bonds and	
Preferred Stock by Rating Class .....	14
Schedule D – Part 3 – Long-Term Bonds and Stock	
Acquired During Current Quarter .....	E04
Schedule D – Part 4 – Long-Term Bonds and Stock	
Sold, Redeemed or Otherwise Disposed of	
During Current Quarter .....	E05
Schedule DA – Part 1 - Short-Term Investments	
Owned End of Current Quarter .....	15
Schedule DA – Part 2 - Verification .....	15
Schedule DB – Part A - Section 1 – Options, Caps,	
Floors and Insurance Futures Owned at Current	
Statement Date .....	E06
Schedule DB – Part B – Section 1 - Options, Caps,	
Floors and Insurance Futures Options Written and	
In-Force at Current Statement Date .....	E06
Schedule DB – Part C - Section 1 – Collar, Swap and	
Forwards Open at Current Statement Date .....	E07
Schedule DB – Part D – Section 1 – Futures	
Contracts and Insurance Futures Contracts at	
Current Statement Date .....	E07
Schedule DB – Part F - Section 1 – Summary of	
Replicated (Synthetic) Assets Open .....	16
Schedule DB – Part F - Section 2 – Reconciliation	
Of Replicated (Synthetic) Assets Open .....	17
Schedule E – Part 1 – Cash – Month End Balances	E08
Schedule S – Ceded Reinsurance – New	
Reinsurers Current Year to Date .....	18
Schedule T - Premiums and Other Considerations	
Allocated by States and Territories .....	19
Schedule Y – Part 1 - Organization Chart .....	20
Statement of Revenue and Expenses .....	04
Statement of Revenue and Expenses (Continued) .....	05
Supplemental Exhibits and Schedules Interrogatories..	21
Title Page and Jurat .....	01
Underwriting and Investment Exhibit .....	09
Verifications	
Schedule A – Verification .....	13
Schedule B – Verification .....	13
Schedule BA – Verification .....	13
Schedule DA – Verification .....	15
Schedule D – Verification .....	13